NOTICE

NOTICE is hereby given that the Twenty First (21st) Annual General Meeting (AGM) of the Members of Leapfrog Engineering Services Limited ("the Company") will be held on Saturday, 26th day of September 2026 at 11.45 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

   To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with Auditor's Report and the Report of the Board of Directors thereon.

   To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial year ended on 31st March 2026, comprising the Balance Sheet as at 31st March 2026, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on 31st March 2026 and Notes thereon, together with Auditor's Report and Boards' Report thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **Appointment of Mrs. Sapna Raghavendra (DIN: 08914356), as a Director liable to retire by rotation.**

   To appoint a director in place of Mrs. Sapna Raghavendra (DIN: 08914356), who retires by rotation and being eligible, seeks re-appointment.

   Explanation: Mrs. Sapna Raghavendra (DIN: 08914356)**,** Whole Time Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommended her reappointment as a Director.

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Sapna Raghavendra (DIN: 08914356), Whole-Time Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint Auditors for a period of five consecutive years from the conclusion of the 21st Annual General Meeting:**

   To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 and such other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. GRSM & Associates, Chartered Accountants (Firm Registration Number: 000863S), Bengaluru, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Twenty First Annual General Meeting, till the conclusion of the Twenty Sixth Annual General Meeting of the Company, for a term of five consecutive years, at such remuneration as may be determined by the Board of Directors of the Company, including the Audit Committee."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, including the Audit Committee thereof, be and is hereby authorised to determine and finalise the remuneration payable to the Auditors for each financial year during their term of appointment, in consultation with the Auditors, including any revision in remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with the audit and applicable taxes."

"RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

4. **Appointment of Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary as Secretarial Auditor of the Company:**

To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 ("Act") read with the rules made thereunder and such other applicable provisions, if any, of the Act and based on recommendation of the Audit Committee and Board of Directors of the Company, Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary, having Membership No. FCS-6040, Certificate of Practice No. 6137 and Peer Review Certificate No : 6166/2024, be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years, commencing from Financial Year 2026-27 till the Financial Year 2030-31."

"RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee thereof, be and is hereby authorised to determine and finalise the remuneration payable to the Secretarial Auditor for each financial year during his term of appointment, in consultation with the Secretarial Auditor, including any revision in remuneration, reimbursement of out-of-pocket expenses, plus taxes."

"RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

5. **To approve the Borrowing Powers of Board of Directors under Section 180(1)(c) of the Companies Act, 2013:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, in Indian Rupees and / or in any foreign currency, at its discretion either from the Company's Bank or from any other Bank, Financial Institutions or any other lending institutions, or persons, or any other Bodies Corporate, bodies corporate, funds, investors or any other persons, whether by way of loans, working capital facilities, term loans, debentures, bonds or other debt instruments or otherwise, with or without security, on such terms and conditions as may be considered suitable by the Board of Directors, in the interest of the Company, up to a limit not exceeding a sum of ₹ 200 Crores (Rupees Two Hundred Crores only) outstanding at any time provided that, where the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time the aggregate of the paid-up share capital, free reserves and securities premium account of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine, from time to time, the terms and conditions of such borrowings, including the rate of interest, tenure, repayment terms, security and other related matters, and to execute all such agreements, deeds, documents and writings as may be necessary or expedient in connection therewith."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to secure the borrowings of the Company by creation of mortgage, charge, hypothecation, pledge or lien, in such manner and on such movable and/or immovable properties, assets, rights and undertakings of the Company, present and future, and on such terms as may be determined by the Board, subject to applicable provisions of the Act."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, desirable or expedient as may be necessary to give effect to this resolution."

6. **To approve the creation of mortgage, charge, hypothecation or other security on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.**

To consider and if thought fit, to pass with or without modification(s), the following resolution

LEAPFROG ENGINEERING SERVICES LIMITED
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Ph: +91 80 40933570 / 40954188,
Website: www.lesgroup.in, Email: info@lesgroup.in
CIN: L74210KA2005PLC036274

as a "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to create from time to time, mortgage, charge, hypothecation, pledge, lien, or other security interest, or in any manner creating charge on all or any part of the tangible or intangible assets, present and future, moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions or any other lenders to secure the amount borrowed by the company from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company, in respect of such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the limits approved under Section 180(1)(c) of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the aforesaid mortgages, charges, hypothecations or other security interests may be created over the assets of the Company by way of first, second, pari passu, subordinate or such other ranking as may be agreed with the concerned Lenders, and may be created by way of an equitable mortgage, legal mortgage, fixed charge, floating charge, hypothecation, pledge or any other form of security as may be considered appropriate by the Board of Directors."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to finalise and execute all agreements, deeds of mortgage, deeds of hypothecation, security documents, debenture trust deeds, declarations, undertakings, memoranda, writings and other documents as may be necessary or expedient for creation, modification, registration, renewal or satisfaction of such mortgage, charge, hypothecation or other security."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, modify, amend, renew, extend, release, satisfy or otherwise deal with any such mortgage, charge, hypothecation or other security, and to agree to any terms and conditions, including ranking, priority, inter-se priority and sharing of security, as may be agreed with the concerned Lenders."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors
For Leapfrog Engineering Services Limited

Sd/-

Sneha Hegde
Company Secretary & Compliance Officer

Date: 21st August, 2026
Place: Bengaluru.

NOTES:

1. In compliance with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA), and the circulars issued from time to time by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), the 21st Annual General Meeting of the Company ("AGM") is convened through Video Conferencing/Other Audio-Visual Means (VC/OAVM).

2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act 2013 and Disclosures as required under Regulation 36 (3) and 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), are annexed.

3. Since this AGM is being held through VC/OAVM, pursuant to the MCA and SEBI circulars, the physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members under Section 105 of the Companies Act, 2013 will not be available for the AGM and hence, the proxy form, attendance slip and Route Map are not annexed to this notice.

However, pursuant to provisions of Section 113 of the Companies Act, 2013, Institutional / Corporate Members intending to appoint authorized representatives for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM, are requested to send scanned copy of the Board Resolution/Authority letter to the Scrutinizer by email to sudhir@akshayacs.com with a copy marked to evoting@nsdl.com

4. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5. In compliance with MCA Circulars and SEBI Circulars, Notice of 21st AGM of the Company along with the Annual Report for the financial year 2025-26 and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s) (DP). A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.

6. In accordance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 (as amended) the Notice calling the AGM along with the Annual Report has been uploaded on the website of the Company at https://www.lesgroup.in. These documents can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned

in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 (as amended) the Company is providing facility of remote e-Voting to its Members and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM, in respect of the business to be transacted at the AGM.

9. The Company has availed the services of National Securities Depository Limited (NSDL), as the authorized agency for conducting of the AGM through VC/OAVM and providing remote e-voting and e-voting facility during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.

10. Members holding shares either in physical or dematerialized mode, and whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **19th September, 2026** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

11. The remote e-voting period commences on **Tuesday, 22nd September, 2026 at 09.00 A.M**. (IST) and ends on **Friday, 25th September, 2026 at 05.00 P.M.** (IST). The remote e-voting module will be disabled by NSDL thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **19th September, 2026.**

12. Members joining the meeting through VC/ OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

13. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice of AGM is sent and holding shares as on the cut-off date, i.e. **19th September, 2026**, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

14. **Scrutiniser For E-Voting:** The Board of Directors has appointed Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary (Membership No. 6040, COP No. 6137),

Bengaluru, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the e-voting, within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and will also be displayed on the Company's website https://www.lesgroup.in

15. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **26th September, 2026**. Members seeking to inspect such documents can send an email to CS@lesgroup.in

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Tuesday, 22nd September, 2026 at 09.00 A.M. (IST)** and ends on **Friday, 25th September, 2026 at 05.00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, 19th September, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 19th September, 2026.**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-

LEAPFROG ENGINEERING SERVICES LIMITED
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Vijaya Bank Layout, Bannerghatta Road, Bengaluru.560076. Karnataka, India.
Ph: +91 80 40933570 / 40954188,
Website: www.lesgroup.in, Email: info@lesgroup.in
CIN: L74210KA2005PLC036274

in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudhir@akshayacs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Falguni Chakraborty, Senior Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **CS@lesgroup.in**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **CS@lesgroup.in.** If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at CS@lesgroup.in The same will be replied by the company suitably.

6. Members, who would like to ask questions during the AGM with regard to the resolutions to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company's email address i.e. CS@lesgroup.in at least seven (7) days in advance before the start of the meeting i.e. by **19th September, 2026 by 5.00 p.m.** Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.

7. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

To appoint Auditors for a period of five consecutive years from the conclusion of the 21st Annual General Meeting:

Background: M/s. GRSM & Associates, Chartered Accountants (Firm Registration Number: 000863S), Bengaluru, were appointed as the Auditors of the Company to fill the casual vacancy caused by the resignation of the previous Auditors - M/s Rao Associates, Chartered Accountants, by the shareholders of the Company at Extra-ordinary General Meeting held on 9th October, 2025. As per the provisions of Section 139 of the Companies Act, 2013, the term of office of M/s. GRSM & Associates, Chartered Accountants shall be valid up to the conclusion of the ensuing Annual General Meeting ("AGM").

Accordingly, the appointment of Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the 21st Annual General Meeting till the conclusion of 26th Annual General Meeting, is required to be approved by the shareholders of the Company in the ensuing Annual General Meeting.

Basis of Recommendation: Considering the evaluation of the experience and expertise of M/s. GRSM & Associates, Chartered Accountants and based on the recommendation of the Audit Committee, it is proposed by the Board of Directors to appoint M/s. GRSM & Associates, Chartered Accountants, (Firm Registration Number: 000863S), as Auditors of the Company for a period of five consecutive years from the conclusion of this 21st Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company.

M/s. GRSM & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Auditors of the Company and have confirmed that their appointment, if approved by the members, would be within the limits prescribed under the Act and that they are not disqualified to be appointed as the Auditors in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder. They have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holding a valid certificate issued by the 'Peer Review Board' of the ICAI.

Brief Profile of M/s. GRSM & Associates, Chartered Accountants: M/s GRSM & Associates, Chartered Accountants, Bengaluru, a partnership firm established in the year 1986, having 40 years of professional standing and experience. M/s GRSM & Associates ("GRSM") is empaneled with the Reserve Bank of India with a Category I classification and is eligible for major bank and corporate audits. It is also empaneled with Comptroller & Auditor General of India and is eligible for audits of public sector undertakings.

The firm has seven experienced partners and employs about 25 professional staff including

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two Chartered Accountants. The team comprises of CISA, DISA and CMA qualified professionals. GRSM's core services include statutory audits, both under Indian GAAP and Ind-AS frameworks, internal audits, tax audits, and tax and regulatory compliance assistance. It has previously handled audits of entities listed on the NSE and BSE. The firm has expertise in manufacturing, trading, IT/ITeS, banking and financial services, real estate, pharma, and infrastructure sectors. GRSM has extensive experience in handling group consolidations and cross-border transactions as well.

Term of Appointment: Appointment for a period of five consecutive years from the conclusion of this 21st Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company.

Proposed fees payable: The Board of Directors, including the Audit Committee thereof, may determine and finalise the fees / remuneration payable to the Auditors for each financial year during their term of appointment, in consultation with the Auditors, including the revision in remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with the audit and applicable taxes.

In case of a new Auditor, any material change in the fees payable to such auditor from that paid to the outgoing Auditor along with the rationale for such change: **Not Applicable**

The Board recommends the Ordinary Resolution set forth in ***Item no. 3*** for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company.

ITEM NO. 4:

Appointment of Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary as Secretarial Auditor of the Company:

Background: Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary was appointed as Secretarial Auditor of the Company for conducting secretarial audit for the financial year 2024-25 and 2025-26 on voluntary basis since the Company was not a listed company till 24th June 2026.

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Notification No. SEBI/LAD NRO/GN/2024/218, dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') read with rules made thereunder, the Board of Directors at its meeting held on August 21, 2026, recommended appointment of Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary (Membership No. 6040, Certificate of Practice No.

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6137 and Peer Review Certificate No : 6166/2024), as Secretarial Auditor of the Company for a term of five consecutive years, commencing from Financial Year 2026-27 till the Financial Year 2030-31.

Basis of recommendation: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Companies Act, 2013 & Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the secretarial audit, experience of the Secretarial Auditor, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Based on the recommendations of the Audit Committee, the Board of Directors recommend to the members, the appointment of Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary as Secretarial Auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2026-27 till the Financial Year 2030-31.

Mr. Sudhir Vishnupant Hulyalkar, has given his consent to act as Secretarial Auditor of the Company and confirmed that his appointment, if approved, would be within the limits prescribed by Institute of Company Secretaries of India, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile of Secretarial Auditor: Mr. Sudhir Vishnupant Hulyalkar, a fellow Member of the Institute of Company Secretaries of India (Membership No: F6040 and CP No. 6137) and engaged in the practice of the profession of Company Secretary under his proprietorship firm called Sudhir Hulyalkar & Co (Unique Code No. S2026KR1071900). The practicing unit of Mr. Sudhir is peer reviewed (Peer Review Certificate No. 6166/2024) and also quality reviewed by Quality Review Board constituted under Section 29 A of the Company Secretaries Act, 1980.

Mr. Sudhir Vishnupant Hulyalkar is graduated from Karnataka University in Science and also Law Graduate and a certified CSR professional of ICSI. Mr. Sudhir Vishnupant Hulyalkar has over 22 years of experience as a Company Secretary in Practice and has provided a wide range of professional services, including Secretarial Audit services, to various listed, public and private companies. His professional clientele comprises several listed and private companies.

Term of Appointment: Appointment as Secretarial Auditor of the Company for a term of five consecutive years, commencing from Financial Year 2026-27 till the Financial Year 2030-31.

Proposed fees payable: The Board of Directors, including the Audit Committee thereof, may determine and finalise the fees / remuneration payable to the Secretarial Auditor for each financial year during his term of appointment, in consultation with the Secretarial Auditor, including the revision in remuneration, reimbursement of out-of-pocket expenses incurred in connection with the secretarial audit and applicable taxes.

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In case of a new Secretarial Auditor, any material change in the fees payable to such Secretarial Auditor from that paid to the outgoing Secretarial Auditor along with the rationale for such change: **Not Applicable**

The Board of Directors do recommend the resolution as an Ordinary Resolution as set out at ***Item No. 4*** of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company.

ITEM NO. 5:

To approve the Borrowing Powers of Board of Directors under Section 180(1)(c) of the Companies Act, 2013:

In view of Middle East conflict resulting in damage to some of the oil and gas infrastructure, there is huge requirement for rebuilding the infrastructure and the Company is anticipating significant demand for EPCC contracts in the near future. Further, in the domestic market also a lot of industrial activity is picking up due to setting up of new projects as well as expansion of capacities by the new/existing industrial units. Keeping in view the Company's strategic and business objectives and to meet the additional financial requirements, the borrowing powers of the Board of Directors of the Company needs to be increased. The proposed borrowing powers exceeds the aggregate of paid-up capital, free reserves and securities premium of the Company, hence the members approval by way of special resolution in a general meeting is required under Section 180 (1) (c) of the Companies Act, 2013.

Accordingly, the Board of Directors recommend the Resolution as set out at ***Item no 5*** for approval by the members of the Company as a "Special Resolution".

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company.

ITEM NO. 6:

To approve the creation of mortgage, charge, hypothecation or other security on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.

In order to facilitate securing the borrowing made by the Company as required by Banks, Financial Institutions and Lenders, the Company will be required to create charge on the assets or whole or part of the undertaking of the Company. As per provisions of Section 180(1)(a) of the Companies Act, 2013 the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, to mortgage, hypothecate, pledge, create lien, charge on the immovable and / or movable assets or whole or part of the undertaking of the Company requires approval of members by way of Special Resolution in a General Meeting.

The Board of Directors therefore recommend the Resolution as set out at ***Item no 6*** for approval by the members of the Company as a “Special Resolution”.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

1. APPOINTMENT OF MRS. SAPNA RAGHAVENDRA, (DIN:08914356), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:

Brief Profile of the Director:

Mrs. Sapna Raghavendra, has been associated with the Company since 2014. She was appointed as Director effective November 1, 2020, and later re-designated as a Whole-Time Director effective and Chief Financial Officer on March 30, 2024. She holds Bachelor of Commerce, from University of Nagpur, Master’s in Finance and International Taxation from University of Nagpur and CA (Intermediate), with executive education from Northwestern Kellogg (AI Strategies for Business Transformation, Generative and Agentic Intelligence and Business Strategies for Growth Fewer, Bigger and Bolder) and CEO Programme from IIM Kozhikode. With over 22 years of experience in Finance and strategy, working at intersection of numbers, growth and long term values creation, she oversees financial strategy, capital structuring, governance and enterprise risk management - partnering closely with the leadership team to drive scalable, sustainable growth and build the resilient systems that support the Company’s expansion.

Name of the Director	Mrs. Sapna Raghavendra.
Director Identification Number (DIN)	08914356
Date of Birth	13-08-1980
Age	46 Years
Date of First Appointment on the	Originally appointed as Director on 01-11-2020, Re-designated as Whole- Time Director (Finance) &

Board	CFO w.e.f. 30-03-2024.
Qualification	1. Bachelor of Commerce from University of Nagpur (2001) 2. Master's in Finance and International Taxation from University of Nagpur (2006) 3. Chartered Accountancy (Intermediate), Institute of Chartered Accountants of India (2004). **Certifications:** 1. Northwestern Kellogg Executive Education - AI Strategies for Business Transformation: Generative and Agentic Intelligence Program. 2. Northwestern Kellogg Executive Education - Business Strategies for Growth: Fewer, Bigger and Bolder. 3. Indian Institute of Management, Kozhikode - Chief Executive Officer (CEO) Programme.
Experience including Nature of expertise in specific functional areas	23 Years With over 22 years of experience in Finance, she oversees the company's accounting and finance functions, including budgeting, forecasting, long-term planning, cash management, and treasury activities. She also provides oversight on tax, internal controls, legal compliances, strategy & operations and audit-related matters.
Relationship between Directors and Key Managerial Personnel inter- se	Nil
Names of listed entities in which the person also holds the Directorship	Nil
Memberships of Committees in other Listed Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
~~Chairperson~~ / Member of Committees of the Company	Member in 1.Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee, 3. Risk Management Committee and 4. Borrowing & Investment Committee.

Remuneration last drawn (FY 2025-26)	Rs. 29.88 Lakhs Per Annum
Number of Shares held in the Company (including shareholding as a beneficial owner)	17,64,000 Equity Shares
Remuneration proposed to be paid	The Board of Directors (including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹60,00,000/- (Rupees Sixty Lakhs) only, per annum.
Terms and conditions of appointment / re-appointment	Liable to retire by rotation, original terms of appointment as Whole-time Director & Chief Financial Officer shall continue i.e. For the period of five (05) years with effect from 30th March, 2024.
No. of Board Meetings attended during Financial Year 2025-26	9

By Order of the Board of Directors
For Leapfrog Engineering Services Limited

Sd/-

Sneha Hegde
Company Secretary & Compliance Officer

Date: 21st August, 2026
Place: Bengaluru.